

**Southern Pacific
Transportation Company**

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No. **87621**
Date **MAY 20 1971**
Fee \$ **10.00**

ICC Washington, D. C. May 18, 1971

G 4137-193-1

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Southern Pacific Company Equipment Trust,
Series No. 40 -- Recording Pursuant to
the provisions of Section 20c of the
Interstate Commerce Act.

RECEIVED
MAY 20 12 41 PM '71
I.C.C.
FEE OPERATION BR.

Dear Sir:

There are enclosed for recording, pursuant to the provisions of Section 20c of the Interstate Commerce Act, the original and three counterparts of Second Supplement dated as of April 1, 1971, to Equipment Trust Agreement dated as of June 1, 1968, creating Southern Pacific Company Equipment Trust, Series No. 40, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee.

The following documents have been recorded with the Commission under Section 20c in this matter:

Equipment Trust Agreement dated June 1, 1968, creating Southern Pacific Company Equipment Trust, Series No. 40, recorded July 18, 1968, at 9:55 a.m., and assigned Recordation No. 4957;

Mr. Robert L. Oswald...#2

Agreement and Assignment of Equipment Trust Series No. 40, dated November 26, 1969, recorded December 16, 1969, at 11:15 a.m., and assigned Recordation No. 4957-A;

Supplement to Equipment Trust dated January 1, 1970, under Southern Pacific Company Equipment Trust, Series No. 40, recorded February 4, 1970, at 10:05 a.m., and assigned Recordation No. 4957-B.

In connection with the recording of the Second Supplement to Equipment Trust dated as of April 1, 1971, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee-Lessor:

The First Pennsylvania Banking and
Trust Company,
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee-Guarantor:

Southern Pacific Transportation Company
(successor by merger to Southern Pacific
Company and Southern Pacific Company's
Assignee of the foregoing Equipment Trust
Agreement dated as of June 1, 1968).
One Market Street,
San Francisco, California 94105.

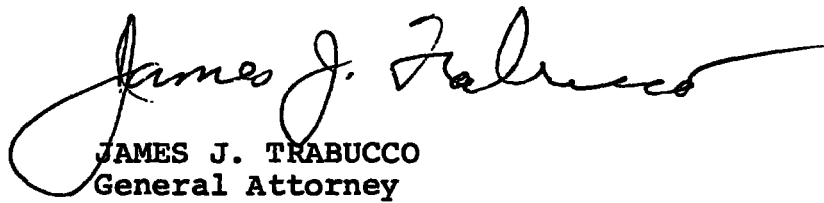
General Description of the Equipment Covered by
Second Supplement to Equipment Trust Agreement:

2 insulated box cars lettered SP and
numbered 699080 and 699081

Mr. Robert L. Oswald...#3

When the recording of the Second Supplement to Equipment Trust Agreement has been completed, will you kindly return two counterparts of the instrument, with recording data endorsed thereon, to the undersigned.

Very truly yours,


JAMES J. TRABUCCO
General Attorney

Encl.

Lwb

Interstate Commerce Commission

OFFICE OF THE SECRETARY

Washington, D.C. 20423

May 21, 1971

Mr. James J. Trabucco
General Attorney
Southern Pacific Transportation
Company
One Market Street
San Francisco, CA 94105

Dear Sir:

The enclosed document was recorded pursuant to the provisions of
Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c on May 20, 1971,
at 12:45 PM, and assigned recordation number 4957-C.

Sincerely yours,

Phil Donald
Secretary

RECORDATION NO. 1957-C Filed & Recorded

MAY 20 1971 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC COMPANY
EQUIPMENT TRUST

SERIES NO. 40

SECOND

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of April 1, 1971

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of April, 1971 between The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of June 1, 1968, there was constituted the Southern Pacific Company Equipment Trust, Series 40 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to former Southern Pacific Company (hereinafter called the "Predecessor"); and

WHEREAS, Predecessor was merged into the Company on November 26, 1969, and in connection with and incident to such merger, the Company has, pursuant to Agreement and Assignment dated as of November 26, 1969, between Predecessor and the Company, duly assigned and transferred to the Company all of its right, title and interest in, to and under said Equipment Trust, and each and every supplement thereto, and in and to the railroad equipment leased to Predecessor thereunder, and the Company has duly assumed the obligations, liabilities and payments due or to become due from the Predecessor under the terms and conditions of the said Equipment Trust, and each and every supplement thereto.

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That The First Pennsylvania Banking and Trust Company, Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as a part of the Trust Equipment of Southern Pacific Company Equipment Trust, Series No. 40 the railroad equipment hereinafter described, to wit:

2 insulated box cars lettered SP and
numbered 699080 and 699081

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject
to all the terms and conditions of the Equipment Trust.

This Second Supplement may be simultaneously executed in
several counterparts, each of which, so executed, shall be deemed
to be an original, and such counterparts together shall constitute
but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with
the terms and conditions of the Equipment Trust, and the Company,
pursuant to due corporate authority, have caused these presents to
be signed in their respective corporate names and their respective
corporate seals to be hereunto affixed, duly attested, as of the
day and year first above written.

THE FIRST PENNSYLVANIA BANKING
AND TRUST COMPANY, Trustee

By Wm. C. Cope
Vice President

Attest: W. P. Roman
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By A. B. Berman
Assistant Treasurer

Attest: E. E. Egan
Assistant Secretary

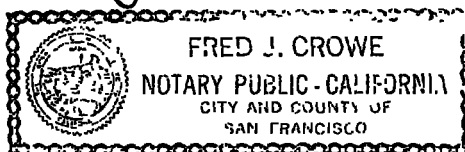
STATE OF CALIFORNIA

City and County of San Francisco

)
) ss.
)

On this 5th day of May, 1971, before me personally appeared A. J. BAUMAN, to me personally known, who, being by me sworn, says that he is Assistant Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

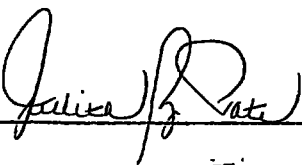
Fred J. Crowe



My Commission Expires November 19, 1971

COMMONWEALTH OF PENNSYLVANIA)
) ss.
City and County of Philadelphia)

On this 11th day of May 1971 before me personally
appeared W. M. KRAYER to me personally known, who,
being by me duly sworn, says that he is Vice President of The First
Pennsylvania Banking and Trust Company, that one of the seals affixed
to the foregoing instrument is the corporate seal of said corporation,
and that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act
and deed of said corporation.


JUDITH Z. POTE
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires January 28, 1974